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RECORDATION NO. 25997 FILED

NOV 30 '05

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

November 30, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of October 14, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Infinity Rail, LLC
c/o Infinity Asset Management, LLC (as
Manager)
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Lessee: Indiana Harbor Belt Railroad Company
2721 - 161st Street
Hammond, Indiana 46323

Mr. Vernon A. Williams
November 30, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

140 gondola cars within the series IHB 19024 - IHB 19973 as more particularly set forth in the equipment schedule attached to the document.

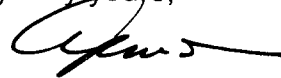
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE

1. Pursuant to the Lease Agreement identified below, Infinity Rail, LLC, a Georgia limited liability company ("Lessor"), as lessor, has leased to Indiana Harbor Belt Railroad Company, an Indiana Corporation ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means Schedule No. 1 executed by the lessor as of October 14, 2005 and by the lessee as of October 14, 2005 (which incorporates the provisions of the Master Lease Agreement dated as of October 14, 2005), between Infinity Rail, LLC, as lessor, and Indiana Harbor Belt Railroad Company, as lessee.

2. The addresses of the parties are as follows:

Infinity Rail, LLC (Lessor)
c/o Infinity Asset Management, LLC as Manager
817 West Peachtree Street, Suite M110
Atlanta, Georgia 30308

Indiana Harbor Belt Railroad Company (Lessee)
2721 161st St.
Hammond, IN 46323

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SURFACE TRANSPORTATION BOARD

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

4. The parties intend the Lease and the transactions contemplated thereby to create a true lease. If it should nonetheless be determined that the transaction is a sale, then Lessee shall be deemed to have granted Lessor a security interest in the Cars (to secure the full payment and performance of all of Lessee's obligations under the Lease), and Lessor shall be entitled to all rights and remedies of a secured party under all applicable laws.

5. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

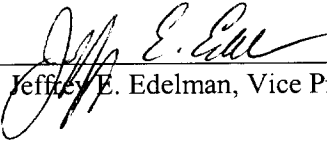
[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of
October 14, 2005.

INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By:

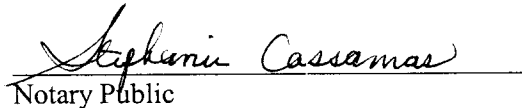


Jeffrey F. Edelman, Vice President

~~for~~ DeKalb

~~DeKalb~~ County, Georgia

On October 14, 2005, before me personally appeared Jeffrey F. Edelman, to me personally known, who being by me duly sworn says that he is Vice President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

My commission expires:
Notary Public, De Kalb County, Georgia
My Commission Expires Aug. 2, 2009

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

INDIANA HARBOR BELT RAILROAD COMPANY

By: [Signature]

Name: DELEK S.P. SMITH

Title: Controller

State of Indiana, County of Lake

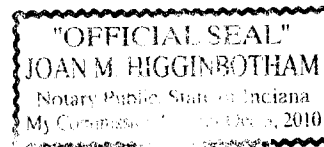
On Oct. 14, 2005, before me personally appeared Delek S.P. Smith, to me personally known, who being by me duly sworn says that he is Controller of Indiana Harbor Belt Railroad Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan M. Higginbotham

Notary Public

My commission expires:

[NOTARIAL SEAL]



Description of Railcars

Number of Cars in Lease: One hundred and forty (140)
 Description: used 100 ton, 4' sided gondolas
 Car Mark: IHB

Car Numbers:

1	IHB	19024	34	IHB	19313	67	IHB	19490	100	IHB	19638	133	IHB	19892
2	IHB	19025	35	IHB	19326	68	IHB	19495	101	IHB	19642	134	IHB	19901
3	IHB	19028	36	IHB	19332	69	IHB	19496	102	IHB	19644	135	IHB	19907
4	IHB	19044	37	IHB	19334	70	IHB	19501	103	IHB	19653	136	IHB	19952
5	IHB	19077	38	IHB	19335	71	IHB	19503	104	IHB	19655	137	IHB	19960
6	IHB	19080	39	IHB	19336	72	IHB	19505	105	IHB	19661	138	IHB	19962
7	IHB	19082	40	IHB	19340	73	IHB	19507	106	IHB	19665	139	IHB	19972
8	IHB	19090	41	IHB	19342	74	IHB	19516	107	IHB	19693	140	IHB	19973
9	IHB	19092	42	IHB	19350	75	IHB	19539	108	IHB	19725			
10	IHB	19095	43	IHB	19353	76	IHB	19542	109	IHB	19738			
11	IHB	19103	44	IHB	19362	77	IHB	19543	110	IHB	19743			
12	IHB	19104	45	IHB	19372	78	IHB	19547	111	IHB	19745			
13	IHB	19109	46	IHB	19379	79	IHB	19550	112	IHB	19747			
14	IHB	19115	47	IHB	19393	80	IHB	19551	113	IHB	19756			
15	IHB	19122	48	IHB	19398	81	IHB	19554	114	IHB	19757			
16	IHB	19124	49	IHB	19400	82	IHB	19559	115	IHB	19759			
17	IHB	19126	50	IHB	19402	83	IHB	19561	116	IHB	19760			
18	IHB	19143	51	IHB	19411	84	IHB	19563	117	IHB	19774			
19	IHB	19167	52	IHB	19417	85	IHB	19566	118	IHB	19777			
20	IHB	19184	53	IHB	19418	86	IHB	19573	119	IHB	19786			
21	IHB	19191	54	IHB	19432	87	IHB	19583	120	IHB	19787			
22	IHB	19197	55	IHB	19437	88	IHB	19587	121	IHB	19788			
23	IHB	19238	56	IHB	19444	89	IHB	19591	122	IHB	19796			
24	IHB	19246	57	IHB	19445	90	IHB	19594	123	IHB	19801			
25	IHB	19264	58	IHB	19446	91	IHB	19601	124	IHB	19802			
26	IHB	19268	59	IHB	19448	92	IHB	19606	125	IHB	19812			
27	IHB	19276	60	IHB	19461	93	IHB	19610	126	IHB	19853			
28	IHB	19288	61	IHB	19465	94	IHB	19611	127	IHB	19858			
29	IHB	19294	62	IHB	19467	95	IHB	19616	128	IHB	19860			
30	IHB	19298	63	IHB	19474	96	IHB	19618	129	IHB	19868			
31	IHB	19299	64	IHB	19479	97	IHB	19623	130	IHB	19869			
32	IHB	19300	65	IHB	19481	98	IHB	19632	131	IHB	19880			
33	IHB	19311	66	IHB	19489	99	IHB	19633	132	IHB	19884			